

**STATEMENT OF  
COMMISSIONER ROBERT M. McDOWELL**

RE: XM Satellite Radio Holdings Inc., Transferor, to Sirius Satellite Radio Inc.,  
Transferee, For Consent to the Transfer of Control of Licenses, *Memorandum  
Opinion and Order and Report and Order*, MB 07-57

I am pleased to support this merger and look forward to the consumer benefits that will result from the combination of XM and Sirius.

Competition in the audio market has grown substantially in the past few years. Barely one generation removed from AM and FM radio and vinyl albums, we now have a still vibrant AM/FM dial, full of music, news and talk radio of all stripes, HD radio with its multicast streams of content, mp3 players, Internet radio and much more. When discussing this merger, it is important to keep in mind that satellite radio – both XM and Sirius combined – comprises only five percent of that audio marketplace.

Despite these highly-competitive market realities, this merger order is one of the most heavily-conditioned in FCC history. With the obligations we have imposed, and those that the companies have voluntarily undertaken, the combined company, post-merger, will offer several new, attractively priced programming packages for consumers, will open up opportunities for noncommercial educational programmers and minority-owned programmers to gain carriage on the satellite radio platform, and will create opportunities for competition in the satellite radio equipment market, so that consumers can enjoy more choices.

I am also pleased that we have resolved the enforcement issues regarding terrestrial repeater and radio equipment violations admitted by XM and Sirius. As the consent decrees demonstrate, the Commission takes such rule violations seriously and will carefully examine the ongoing compliance of the combined company with our regulations.